

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re: USA COMMERCIAL MORTGAGE COMPANY, <div style="text-align: right;">Debtor.</div>	Case No. BK-S-06-10725 LBR Case No. BK-S-06-10726 LBR Case No. BK-S-06-10727 LBR Case No. BK-S-06-10728 LBR Case No. BK-S-06-10729 LBR
In re: USA CAPITAL REALTY ADVISORS, LLC, <div style="text-align: right;">Debtor.</div>	Chapter 11 Jointly Administered Under Case No. BK-S-06-10725 LBR
In re: USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, <div style="text-align: right;">Debtor.</div>	
In re: USA CAPITAL FIRST TRUST DEED FUND, LLC, <div style="text-align: right;">Debtor.</div>	
In re: USA SECURITIES, LLC, <div style="text-align: right;">Debtor.</div>	
Affects: <input checked="" type="checkbox"/> All Debtors <input type="checkbox"/> USA Commercial Mortgage Company <input type="checkbox"/> USA Capital Realty Advisors, LLC <input type="checkbox"/> USA Capital Diversified Trust Deed Fund, LLC <input type="checkbox"/> USA Capital First Trust Deed Fund, LLC <input type="checkbox"/> USA Securities, LLC	

**AFFIDAVIT OF BALLOTING AGENT REGARDING SOLICITATION AND
TABULATION OF VOTES IN CONNECTION WITH THE DEBTORS' THIRD
AMENDED JOINT CHAPTER 11 PLAN OF REORGANIZATION**

I, Stephenie Kjontvedt, state as follows:

1. I am over eighteen years of age and not a party to the above-captioned action.

I believe the statements contained herein are true based on my personal knowledge. I am an employee of BMC Group, Inc., f/k/a Bankruptcy Management Corporation ("BMC") and my business address is 875 West Third Street, 5th Floor, New York, New York 10022.

2. Unless otherwise defined herein, terms capitalized in this declaration have the same meaning as given in the filed Debtors' Third Amended Joint Plan Chapter 11 Plan of Reorganization, filed November 15, 2006, or the Order Approving: (A) Debtors' Disclosure Statement; (B) Proposed Notice of Confirmation Hearing; (C) Proposed Solicitation and Notice Procedures; and (D) Proposed Form of Ballots (Affects All Debtors) (the "Solicitation Procedures Order") [Docket No. 1800].

3. Pursuant to the Court's Order Approving Debtors' Ex Parte Application for Order Approving Employment of BMC Group, Inc. as the Claims Agent for Debtors' Estate entered April 25, 2006 [Docket No. 51] and the Amended Order Approving Debtors' Ex Parte Application for Order Approving Employment of BMC Group, Inc. as the Claims Agent for Debtors' Estate entered on May, 4, 2006 [Docket No. 149], BMC was retained for, among other purposes, managing the claims register, noticing, solicitation, and tabulation of votes in furtherance of plan confirmation.

4. I make this affidavit to disclose actions taken by BMC in its capacity of Balloting Agent in connection with the Plan.

5. Pursuant to the Solicitation Procedures Order, the Voting Deadline was established as December 11, 2006 at 4:00 p.m. prevailing Pacific Time.

6. The Solicitation Procedures Order served as BMC's guide for solicitation and the tabulation of votes to accept or reject the Plan.

7. BMC created a solicitation database which recorded names and addresses of the holders of record of Claims and Interests, and such other parties as were required to receive notices with respect to the Plan. The information in the solicitation database was used to mail solicitation packages and notices to all parties entitled to vote on the Plan or receive notice pursuant to the Solicitation Procedures Order.

(a) Creditors and Equity Interest Holders in Classes entitled to vote were provided with ballots pre-printed with their names, addresses, reference numbers and claim, interest or vote amounts ("Custom Ballots"). Some Class

A-4 ballots and Class A-5 ballots were distributed without pre-printed creditor names, amounts, or reference numbers (“Blank Ballots”).

- (b) With information from the solicitation database, BMC created a tabulation database for use in tabulating the returned ballots.
 - (A) Returned Custom Ballots were automatically associated with their corresponding claim or interest record in the tabulation database.
 - (B) Returned Blank Ballots were reviewed and compared to claims which were on file as of the December 11, 2006 Voting Deadline.
 - (1) If a voter submitted a Blank Ballot and had a claim on file, then the Ballot was associated with the claim record and reviewed to determine vote eligibility and vote amount. The Ballot was tabulated accordingly.
 - (2) If a voter submitted a Blank Ballot and did not have a claim associated it with it that could be ascertained, then the vote on the Ballot was not counted.
- (c) All timely received Ballots were reviewed and tabulated in accordance with the procedures outlined in the Solicitation Procedures Order. The Ballots were received and tabulated as follows:
 - (A) Each returned Ballot was opened and inspected at BMC’s office.
 - (B) Each returned Ballot was date stamped.
 - (C) All Ballots received by the Voting Deadline were numbered and imaged.
 - (D) All Ballots received by the Voting Deadline were entered into the tabulation database and tabulated.

8. Below is a summary of the impaired classes entitled to vote and the voting tabulation.

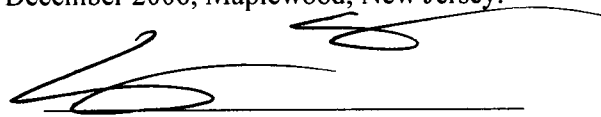
IMPAIRED CLASS AND DESCRIPTION	ACCEPT		REJECT	
	VOTES COUNTED	AMOUNT	VOTES COUNTED	AMOUNT
Class A-4 USACM General Unsecured Claims	876 61.09%	\$42,455,982.67 54.71%	558 38.91%	\$35,151,295.88 45.29%

IMPAIRED CLASS AND DESCRIPTION	ACCEPT		REJECT	
	VOTES COUNTED	AMOUNT	VOTES COUNTED	AMOUNT
Class A-5 Direct Lender Compromise Claims	1224 68.88%	\$1,224.00 68.88%	553 31.12%	\$553.00 31.12%
Class B-5 FTDF Equity Interests	518 83.15%	\$40,280,631.58 86.22%	105 16.85%	\$6,438,580.44 13.78%
Class C-5 DTDF Equity Interests	737 83.47%	\$91,701,364.70 86.39%	146 16.53%	\$14,447,968.42 13.61%
Class D-4 USA Realty General Unsecured Claims	7 100%	\$690.08 100%	0 00.00%	\$0.00 0.00%
Class E-4 USA Securities General Unsecured Claims	5 100%	\$5.00 100%	0 00.00%	\$0.00 0.00%

9. Attached hereto as Exhibit A is a tabulation report that provides both a summary and detailed list of all timely received Ballots. Exhibit A also includes disclosure of the Ballots that were not counted and the reason(s) why.

10. All Ballots received by BMC have been stored at BMC's Los Angeles office located at 1330 East Franklin Avenue, El Segundo, California 90245, and are available for inspection by the Court or any party in interest.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief. Executed this 18th day of December 2006, Maplewood, New Jersey.


Stephenie Kjontvedt, Declarant